

EXHIBIT A

Declaration of Allen M. Pfeiffer dated December 14, 2009

DUFF & PHELPS LLC
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300 Headquarters Plaza
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Allen M. Pfeiffer

Financial Advisors to the Examiner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
LEHMAN BROTHERS HOLDINGS INC., et al., : Case No. 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
SECOND INTERIM FEE APPLICATION OF DUFF & PHELPS, LLC
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES**

FOR THIRD INTERIM APPLICATION PERIOD.

I, Allen M. Pfeiffer, hereby certify that:

1. I am a managing director of Duff & Phelps, LLC (“Duff & Phelps”), financial advisors to Anton R. Valukas, the Examiner (the “Examiner”) appointed for Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors (collectively, the “Debtors”) in the above-captioned bankruptcy cases.

2. I have been designated by Duff & Phelps with responsibility in this case for ensuring that the Second Interim Application of Duff & Phelps for the Third Interim Application Period, dated December 14, 2009 (the “Second Interim Application”) for interim payment of compensation and reimbursement of expenses for the period commencing June 1,

2009 through September 30, 2009 (the “Compensation Period”) complies with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Amended SDNY Guidelines”) and the United States Trustee Guidelines for Reviewing First Interim Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines” and, together with the Amended SDNY Guidelines, the “Guidelines”).

3. In respect of Section B.1 of the Amended SDNY Guidelines, I certify that:

- a. I have read the First Interim Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Interim Application fall within the Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with practices customarily employed by Duff & Phelps and generally accepted by Duff & Phelps’ clients; and
- d. In providing a reimbursable service, Duff & Phelps does not make a profit on that service, whether the service is performed by Duff & Phelps in-house or through a third party.

4. In respect of Section B.2 of the Amended Guidelines, I certify that

Duff & Phelps has advised the Examiner on a regular basis of the fees and expenses incurred by Duff & Phelps and has provided the Examiner with a statement of Duff & Phelps’ fees and disbursements prior to the filing of this Second Interim Application. To the extent necessary, Duff & Phelps seeks a partial waiver of Section B.2 of the Amended SDNY Guidelines, to the extent that the Court’s Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [Docket No. 3102] modifies the Amended SDNY Guidelines requirement that “the trustee, and, in chapter 11 cases, the chair

of each official committee and the debtor have all been provided not later than 20 days after the end of each month with a statement of fees and disbursements accrued during such month.”

5. In respect of Section B.3 of the Local Guidelines, I certify that the Examiner has been provided with a copy of the Second Interim Application; and, to the extent necessary, Duff & Phelps seeks a partial waiver of the requirement in Section B.3 of the Amended SDNY Guidelines that “the trustee, and, in a chapter 11 case, the chair of each official committee and the debtor have all been provided with a copy of the relevant fee application at least 10 days before the date set by the court or any applicable rules for filing fee applications.”

Dated: December 14, 2009



Allen M. Pfeiffer